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Tarrant County Texas

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Electronically Recorded
Chesapeake Operating, Inc.

AMENDMENT AND EXTENSION TO OIL, GAS AND MINERAL LEASE

STATE OF TEXAS § L0517982
 § KNOW ALL MEN BY THESE PRESENTS:
 COUNTY OF TARRANT §

WHEREAS, University Athletic Association, Inc., doing business as University Little League, whose address is PMB #162, 3000 S. Hulen St. Suite 124, Fort Worth, Texas, 76109 ("Lessor"), executed that certain Oil, Gas and Mineral Lease dated February 20, 2007, (the "Lease), unto Dale Property Services, LLC, which Lease is recorded as Document No. D207067829 of the Official Public Records of Tarrant County, Texas, covering the following described lands:

9.919 acres of land, more or less, in the Gregoria Hernandez Survey, Abstract 753, Tarrant County, Texas, being more particularly described by metes and bounds in that certain Deed dated on 15th day of December 1994, from Lanny S. Shaw, W. Allen Rutledge and Laura Ann Shaw, as Grantor, to University Athletic Association Inc., as Grantee, recorded in Volume 11661, Page 1296 of the Official Public Deed Records of Tarrant County, Texas.

WHEREAS, the Lease was assigned to Chesapeake Exploration Limited Partnership by Conveyance recorded as Document No. D207221414 of the Official Public Records of Tarrant County, Texas; and,

WHEREAS, Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, (hereinafter referred to as "Lessee"), is the successor in interest to Chesapeake Exploration Limited Partnership; and,

WHEREAS, Lessor and Lessee now desire to amend the primary term of the Lease as set forth in Paragraph 2;

NOW, THEREFORE, for good and valuable consideration in hand paid to Lessor by Lessee, the receipt and sufficiency of which is hereby acknowledged, Lessor and Lessee do hereby amend the Lease as follows:

Paragraph 2 of the Lease is deleted and replaced by the following:

"2. This is a paid up lease and subject to the other provisions herein contained, this lease shall be for a term of Four (4) years from this date (called "primary term") and as long thereafter as oil, gas or other mineral is produced from said land or land with which said land is pooled hereunder".

It is understood and agreed by all parties hereto that in all other respects, said Lease and the prior provisions thereto, shall remain in full force and effect and each of the undersigned does hereby ratify and confirm said Lease as hereby amended, and Lessor does hereby lease, let and demise to Lessee the lands covered by the Lease, pursuant to the terms and provisions of the Lease, as hereby amended.

The terms and provisions hereof shall be binding upon and inure to the benefit of the parties hereto, their respective heirs, legal representatives, successors and assigns.

Amendment and Extension of Oil, Gas and Mineral Lease- University Athletic Association Inc., doing business as University Little League- D207067829
Page Two

This instrument may be executed in counterparts and each of which as so executed shall be given the effect of the execution of the original instrument. If the counterparts of this instrument are executed, the signatures and acknowledgments of the parties, as affixed hereto, may be combined in, and treated and given effect for all purposes as a single instrument.

IN WITNESS WHEREOF, this instrument is executed by the parties hereto on the dates of their respective acknowledgments, but effective for all purposes as of the 20thth day of February, 2007.

LESSOR:

University Athletic Association, Inc., doing business as University Little League

Lee McConner

Printed Name: Lee McConnell
Title: Secretary

LESSEE:

CHESAPEAKE EXPLORATION, L.L.C.
an Oklahoma limited liability company

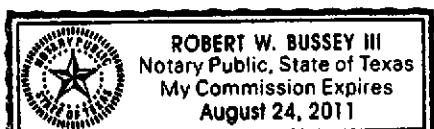
By: Henry J. Hood
Henry J. Hood
Senior Vice President – Land and Legal
& General Counsel

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jan
1967

ACKNOWLEDGMENTS

STATE OF TEXAS §
COUNTY OF TARRANT §

This instrument was acknowledged before me on the 19th day of January, 2010, by Lee McConnell as Secretary of University Athletic Association Inc., doing business as University Little League on behalf of said entity.



P.W. Bunn

Robert W. Bussey III

(Stamp/Printed Name of Notary
and Date Commission Expires)

Amendment and Extension of Oil, Gas and Mineral Lease- University Athletic Association Inc., doing business as University Little League- D207067829
Page Three

STATE OF OKLAHOMA §
 §
COUNTY OF OKLAHOMA §

This instrument was acknowledged before me on the 8th day of February, 2010, by Henry J. Hood, Senior Vice President – Land and Legal & General Counsel of Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, on behalf of said company.



Sarah Brothers
Notary Public, State of Oklahoma

Sarah Brothers
Printed Name

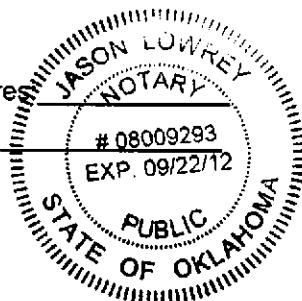
Amendment and Extension of Oil, Gas, and Mineral Lease- University Athletic Association Inc., doing business as University Little League- D207067829
Page Three

ACKNOWLEDGMENT

STATE OF OKLAHOMA)
)
 COUNTY OF OKLAHOMA)

This instrument was acknowledged before me on this 9 day of February, 2010, by Henry J. Hood, as Senior Vice President - Land and Legal & General Counsel of Chesapeake Exploration, L.L.C., an Oklahoma Limited Liability Company, on behalf of said limited liability company.

My Commission Expires
Commission Number:




Notary Public

Notary Public

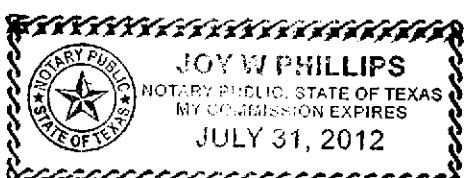
TOTAL E&P USA, INC., a Delaware corp
By: 
Eric Bonnin, Vice President-Business
Development and Strategy

ACKNOWLEDGMENT

STATE OF TEXAS)
COUNTY OF HARRIS)

Record & Return to:
Chesapeake Operating, Inc.
P.O. Box 18496
Oklahoma City, OK 73154

The foregoing instrument was acknowledged before me this 18th day of February, 2010, by Eric Bonnin as Vice President – Business Development and Strategy of TOTAL E&P USA, INC., a Delaware corporation, as the act and deed and on behalf of such corporation.



~~Notary Public in and for the State of Texas~~